

SEP 5 '97 4-49 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD

To: Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

SEP 5 4 49 PM '97
RECORDATION NO. 20853-A FILED

Re: Documents to be Recorded Pursuant to 49 U.S.C. § 11301

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The index information for the Termination of Security Agreement is as follows:

Prior Recording

Information: Security Agreement recorded August 12, 1997 at 12:18 p.m. and given
Recordation Number 20814

Railcars: 115 aluminum Aeroflo AutoFlood Coalporter railcars bearing consecutive
railroad reporting marks WFAX97500 through WFAX97614, inclusive;
and 105 aluminum Aeroflo AutoFlood Coalporter railcars bearing
consecutive railroad reporting marks WFAX97000 through WFAX97104,
inclusive.

Secured Party: Johnstown America Corporation
17 Johns Street
Johnstown, PA 15901

Debtor: Western Fuels Association, Inc.
405 Urban Street, Suite 305
Lakewood, Colorado 80228

Interest: Release of security interest held by Johnstown in the Railcars.

The index information for the Memorandum of Lease - Kansas City is as follows:

Railcars: 115 aluminum Aeroflo AutoFlood Coalporter railcars bearing consecutive
railroad reporting marks WFAX97500 through WFAX97614, inclusive.

Lessor: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

Lessee: Western Fuels Association, Inc.
405 Urban Street, Suite 305
Lakewood, Colorado 80228

Interests: The Railcars are owned by ICX and leased to Western Fuels.

The index information for the Memorandum of Security Agreement - Kansas City is as follows:

Railcars: 115 aluminum Aeroflo Autoflood railcars bearing consecutive railroad

reporting marks WFAX97500 through WFAX97614, inclusive.

Debtor-Assignor: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

Secured Party-Assignee: St. Paul Bank for Cooperatives
375 Jackson Street
St. Paul, Minnesota 55101

Interest: ICX granted St. Paul Bank a security interest in the Railcars and assigned to St. Paul Bank its rights under the Lease Agreement between ICX, as Lessor, and Western Fuels Association, Inc., as Lessee.

The index information for the Memorandum of Lease - Sikeston is as follows:

Railcars: 105 aluminum Aeroflo AutoFlood Coalporter railcars bearing consecutive railroad reporting marks WFAX97000 through WFAX97104, inclusive.

Lessor: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

Lessee: Western Fuels Association, Inc.
405 Urban Street, Suite 305
Lakewood, Colorado 80228

Interests: The Railcars are owned by ICX and leased to Western Fuels.

A → The index information for the Memorandum of Security Agreement - Sikeston is as follows:

Railcars: 105 aluminum Aeroflo Autoflood railcars bearing consecutive railroad reporting marks WFAX97000 through WFAX97104, inclusive.

Debtor-Assignor: ICX Corporation
3 Summit Park Drive, Suite 200
Cleveland, Ohio 44131

Secured Party-Assignee: St. Paul Bank for Cooperatives
375 Jackson Street
St. Paul, Minnesota 55101

Interest: ICX granted St. Paul Bank a security interest in the Railcars and assigned to St. Paul Bank its rights under the Lease Agreement between ICX, as Lessor, and Western Fuels Association, Inc., as Lessee.

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4:49 PM

**MEMORANDUM OF
SECURITY AGREEMENT AND
ASSIGNMENT OF LEASE**

Sikeston

This Memorandum of Security Interest and Assignment of Lease is entered into as of the 3rd day of September, 1997, by and between ICX Corporation, an Ohio corporation having its principal place of business at 3 Summit Park Drive, Suite 200, Cleveland, Ohio 44131 ("Assignor") and St. Paul Bank for Cooperatives, a federally chartered corporation, having its principal place of business at 375 Jackson Street, St. Paul, Minnesota 55101 ("Assignee").


1. Assignor is the owner of 105 aluminum Aeroflo AutoFlood Coalporter railcars bearing consecutive railroad reporting marks WFAX97000 through WFAX97104, inclusive (collectively, the "Railcars"). Assignor has leased the Railcars to Western Fuels Association, Inc. pursuant to a Lease Agreement of even date herewith (the "Lease"). Lessor has also taken as collateral from Western Fuels an assignment of certain accounts and contract rights (the "Additional Collateral").

2. In consideration of certain financing provided by Assignee to Assignor, Assignor and Assignee have entered into a certain Security Agreement of even date herewith pursuant to which Assignor has (a) granted Assignee a security interest in the Railcars and (b) assigned to Assignee the Lease, together with the amounts payable under the Lease, and the Additional Collateral.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Security Interest and Assignment of Lease as of the day and year first written above.

Signed and acknowledged
in the presence of:


ICX CORPORATION, Assignor


Candace M. Jones

By: Name/Title: James T. Loums SVP

Signed and acknowledged
in the presence of:

ST. PAUL BANK FOR COOPERATIVES,
Assignee

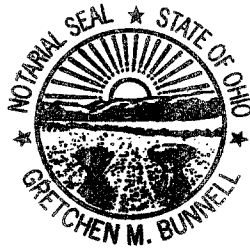

L. Ellens

By: Name/Title: STUART S. PETERSON
SR. VICE PRESIDENT AND COO

State of Ohio)
) ss:
County of Cuyahoga)

BEFORE ME, a Notary Public in and for said County and State, personally appeared ICX Corporation, an Ohio corporation (the "Corporation"), by JT Kovins its Senior Vice President who acknowledged that he signed the foregoing Memorandum of Security Interest and Assignment of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, this 2nd day of September, 1997.



My commission
expires 5/22/01
Recorded in
Lake County

Gretchen M. Bunnell
Notary Public

State of Minnesota)
) ss:
County of RAMSEY)

BEFORE ME, a Notary Public in and for said County and State, personally appeared St. Paul Bank for Cooperatives, a federally chartered corporation (the "Corporation"), by Stuart S. PETERSON its SR. VICE PRES. AND COO who acknowledged that he signed the foregoing Memorandum of Security Agreement and Assignment of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at St. Paul, Minnesota, this 29th day of August, 1997.

Linda S. Evans
Notary Public

